

SECURITIES AND EXCHANGE COMMISSION

FORM CB/A

Notification form filed in connection with certain tender offers, business combinations and rights offerings, in which the subject company is a foreign private issuer of which less than 10% of its securities are held by U.S. persons [amend]

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SUBJECT COMPANY

BANCO ESPANOL DE CREDITO S A /FI

CIK:**863791** | IRS No.: **000000000** | Fiscal Year End: **1231**
Type: **CB/A** | Act: **34** | File No.: **005-78581** | Film No.: **13523190**
SIC: **8880** American depository receipts

Business Address
GRAND CAYMAN CAYMAN
ISLANDS
P O BOX 309
BRITISH WEST INDIES X0

FILED BY

Banco Santander, S.A.

CIK:**891478** | IRS No.: **132617929** | State of Incorpor.: **U3** | Fiscal Year End: **1231**
Type: **CB/A**
SIC: **6029** Commercial banks, nec

Mailing Address
CIUDAD GRUPO
SANTANDER
BOADILLA DEL MONTE
MADRID U3 28660

Business Address
CIUDAD GRUPO
SANTANDER
BOADILLA DEL MONTE
MADRID U3 28660
34 91 289 32 80

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM CB/A
(Amendment No. 1)

TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)	<input type="checkbox"/>
Securities Act Rule 802 (Exchange Offer)	<input checked="" type="checkbox"/>
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)	<input type="checkbox"/>
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)	<input type="checkbox"/>
Exchange Act Rule 14e-2(d) (Subject Company Response)	<input type="checkbox"/>
Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8)	<input type="checkbox"/>

Banco Español de Crédito, S.A.

(Name of Subject Company)

Spanish Credit Bank

(Translation of Subject Company's Name into English (if applicable))

Kingdom of Spain

(Jurisdiction of Subject Company's Incorporation or Organization)

Banco Santander, S.A.

(Name of Person(s) Furnishing Form)

Ordinary Shares

(Title of Class of Subject Securities)

ES0113440038 (ISIN Number)

(CUSIP Number of Class of Securities (if applicable))

Banco Santander, S.A.

New York Branch

45 E. 53rd St.

New York, New York 10022

Attn. James H. Bathon, Legal Counsel

(212) 350-3500

(Name, Address (including zip code) and Telephone Number (including area code) of
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

Copies to:

Nicholas A. Kronfeld

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
(212) 450-4950

Not Applicable
(Date Tender Offer/Rights Offering Commenced)

PART I INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

Not applicable.

Item 2. Informational Legends

A legend required under Rule 802(b) under the Securities Act of 1933, as amended, is included in Exhibits 1, 2 and 3.

PART II INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

See Exhibits 1, 2 and 3 of the Exhibit Index.

PART III CONSENT TO SERVICE OF PROCESS

A written irrevocable consent and power of attorney on Form F-X was previously filed with the Securities and Exchange Commission (the "Commission") concurrently with the initial filing of the Form CB on December 18, 2012.

PART IV SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ José Manuel de Araluce
(Signature)

José Manuel de Araluce
Global Head of Compliance,
Banco Santander, S.A.
(Name and Title)

January 10, 2013
(Date)

Exhibit Index

Exhibit	Description
1.	English translation of the press release, dated December 17, 2012, concerning the merger of Banco Español de Crédito, S.A. into Banco Santander, S.A. in the form filed with the Commission on Form 6-K on December 17, 2012*
2.	English translation of electronic slides of the presentation, dated December 17, 2012, concerning the merger of Banco Español de Crédito, S.A. into Banco Santander, S.A.*
3.	Material Fact, dated January 9, 2013, announcing the approval of the merger by the respective board of directors of Banco Santander, S.A. and Banco Español de Crédito, S.A. in the form filed with the Commission on Form 6-K on January 9, 2013**

* previously filed with the Commission

** filed herewith



MATERIAL FACT

Banco Santander, S.A. (“Santander”) hereby announces that its board of directors and that of Banco Español de Crédito, S.A. (“Banesto”) have approved today the Common Draft Terms of Merger between Santander and Banesto attached hereto.

As previously announced (notification of material fact no. 178754 of 17th December 2012) the exchange ratio will be 0.633 Santander shares for each Banesto share.

It is envisaged that the Common Merger Project will be submitted to shareholders for approval at the respective ordinary General Meetings of Santander and Banesto to be held in March 2013 next.

At the meeting of the Board of Directors of Banesto, following best corporate governance practices, the directors appointed at the request of Santander (Mr. Antonio Basagoiti García-Tuñón, Mr. Matías Rodríguez Inciarte, Mr. José María Fuster Van Bendegem, Mr. Juan Guitard Marín and Mr. José García Cantera) and the executive directors (Mr. Javier San Félix and Mr. Juan Delibes Liniers) did not participate in the debate and abstained from voting on the Common Merger Project, as it was understood that they could be affected by a potential conflict of interest, notwithstanding which they valued the merger positively. Furthermore, Mr. Luis Alberto Salazar-Simpson Bos, external director not classified as independent or proprietary, abstained from the debate and voting due to his status also as a director of Banco Banif, S.A., a 100% owned affiliate of Santander which will also integrate its business with Santander and Banesto, likewise assessing the merger as positive.

As announced in notification of material fact number 178973, of 19th December 2012, the Board of Directors of Banesto entrusted the monitoring of the analysis and decision-making process regarding the merger to an *ad hoc* committee (named the “Merger Committee”) set up within it, consisting of three independent directors. At the meeting of the Board of Directors of Banesto held today, the chairman of such committee transmitted the favourable opinion of the latter on the transaction.

Boadilla del Monte (Madrid), 9th January 2013.

Notice to US Investors:

This merger is made for the securities of a foreign company and is subject to disclosure requirements of a foreign country that are different from those of the United States. Financial statements included in the document, if any, have been prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the federal securities laws, since the issuer is located in a foreign country, and some or all of its officers and directors may be residents of a foreign country. You may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the U.S. securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a U.S. court’s judgment.

You should be aware that the issuer may purchase securities otherwise than pursuant to the merger, such as in open market or privately negotiated purchases.

